

**By-Laws
of the
Montana Shared Catalog Member's Council
Revised & Approved October 5, 2007**

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Article I: The MSC Organization

1. "Montana Shared Catalog" ("MSC") is a voluntary library consortium, which includes academic, public, school, and special library members stretching across Montana.
2. Participating libraries that have signed the MSC Contract are known as "Member Libraries" and form the MSC "Members' Council."
3. The Montana Shared Catalog Members' Council makes financial and policy decisions with an Executive Committee and topical working groups that attend to operational decisions.
4. The Montana State Library, through the Montana Library Network (MLN), provides financial and technical assistance and the systems administration.
5. The Montana Shared Catalog provides a web-based catalog of bibliographic holdings and related operating circulation system for all the Member Libraries. (The current vendor system is the SIRSI/Dynix Corporation.)
6. The Montana Shared Catalog's fiscal year is July 1 to June 30 as defined in the MSC Contract.
7. See Montana Shared Catalog Member Library Contract.

Deleted: (Missoula Public Library is the MSC's current fiscal agent.)

Article II: Mission

It is the overriding intent that the Montana Shared Catalog will be available to the Member Libraries and their communities as an integrated and functioning system. Therefore, the Parties all agree to act in good faith and in the spirit of mutual benefit and cooperation to achieve this goal. Member Libraries have agreed to join the MSC in order to improve their own and other Member Libraries' ability to deliver quality materials and services to their patrons.

Article III: Membership

1. The Member Libraries are the participating libraries that have entered into a MSC Member Library contract.
2. Each member library and its branches shall ascribe to the Member Library Responsibilities as enumerated in the MSC Contract # 20.

Article IV: Members' Council

1. The MSC shall be governed by a Members' Council, which is comprised of one voting representative from each Member Library unit.
2. Responsibilities of the Members' Council include all matters pertaining to governance and the policy of the MSC.
3. Each Member Library has one vote. See Appendix A for Member Library units.
4. Business of the MSC will be conducted through a meeting of the member libraries. This meeting may be by assembly or electronic.

Article V: Executive Committee

1. The MSC Members' Council, at its first meeting of the fiscal year, will elect an "Executive Committee" in a staggered rotation every two years from the formation of the Committee
2. The Executive Committee shall consist of one representative each from the following groups:
 - a. Academic Libraries
 - b. Public libraries, larger ("larger" defined as having more than the mean average number of bibliographic items in the MSC)
 - c. Public libraries, smaller ("smaller" defined as having less than the mean average number of bibliographic items in the MSC)
 - d. School libraries
 - e. Special libraries
 - f. Member-at-Large – East (those areas included in the South Central, Sage Brush, and Golden Plains federations)
 - g. Member-at-Large – West (those areas included in the Tamarack, Broad Valleys, and Pathfinder federations)
 - h. MSC Administrator (non-voting, ex-officio member)
3. The Executive Committee gathers information relating to the operation and governance of the MSC from, and disseminates information to, the Member Libraries.
4. The Executive Committee shall prepare a preliminary annual MSC budget for the last meeting of the fiscal year and the cost sharing formula to share with the Member Libraries at least three weeks before the Member's Council's last meeting of the fiscal year.
5. The Executive Committee is charged with making ongoing operational decisions, identifying problems and opportunities, setting Members' Council agendas and regular meeting dates, calling special meetings of the Executive Committee or Members' Council as needs dictate, and other activities as needed.

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6. Executive Committee members serve two-year terms. They may be re-elected for a subsequent two-year term. When a member resigns from the Committee, the Committee members will appoint an appropriate candidate to replace that person until the term expires.
7. The Executive Committee will meet at least twice a year, meetings may be by assembly or electronic.
8. A simple majority vote shall carry the motion in the Executive Committee.
9. The Executive Committee shall meet at least a month before a meeting of the Member's Council and prepare a preliminary agenda to be sent out to the Member Libraries.
10. The Executive Committee members will appoint two Executive Committee members at their second meeting of the fiscal year to serve as Chair and Vice Chair, to facilitate the Executive and Members' Council activities and meetings for the next fiscal year.
11. The Vice Chair will take minutes of each meeting or a minute taker may be designated. The Vice Chair will ensure that the minutes are made available to the Council in a timely manner posted on the MLN website (<http://montanalibraries.org>) and the MSC Discuss listserv.
12. Any two Executive Committee members may call an Executive Committee meeting with 48 hours notice. The notice shall be made electronically and include notifying the Member Libraries electronically.
13. An Executive Committee meeting must include the participation of at least three Executive Committee voting members to be considered a quorum.
14. All Executive Committee members will meet the requirements of the Open Meeting Act.

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Article VI: Meetings

1. The MSC Members' Council shall meet in assembly at least twice a year, approximately early May and early October of each calendar year. The MSC Executive Committee shall call the MSC Member's Council meetings. Other meetings may be called for by assembly or electronically.
2. For a duly called Members' Council meeting, those members attending the meeting or voting electronically will constitute a quorum. See Appendix #2 Member Libraries.
3. Preliminary agendas will be sent out at least three weeks prior to a meeting. Any agenda changes shall be sent out one week before the Member's Council meeting. Known action items and discussion items will be indicated as such and supporting documentation will be attached to the agenda. Action items may also come from the floor during a meeting under new business.

4. Minutes of all meetings will be taken by the Executive Committee Vice Chair or a designee. These minutes will be made available through the Montana Library Network website at <http://montanalibraries.org> and posted to the MSC Discuss list serve.
5. Every effort will be made to make decisions by consensus in the spirit of cooperation. In the event consensus does not occur on an issue, a 75% majority of the membership present at the meeting or voting electronically, including listed proxies, will carry the motion.
6. All meetings will meet the requirements of the Open Meeting Act.

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Article VII: AD HOC Committees

1. Member Libraries are strongly encouraged to participate in committee(s) for a specific end or purpose. Participants can volunteer or be recruited by the MSC Administrator.
2. The Members' Council or the Executive Committee may appoint and/or disband ad hoc committee(s).
3. The Committee(s) shall make recommendations to the Executive Committee and/or the Member's Council.

Article VIII: Authority and Grievance

1. The Roberts Rules of Order (1990 edition) will be followed for the Members' Council and Executive Committee meetings.
2. Financial matters of the Montana Shared Catalog are addressed in the MSC Contract Agreement including dissolution of the MSC.
3. Grievance Policy:
 - a. Whenever any Party in the MSC believes that another Party has breached a provision of the contract, that Party shall provide written notice of the alleged breach to the violating Party and to the Executive Committee, which shall attempt to resolve the dispute with the Parties.
 - b. If the alleged breach has not been corrected within 30 days of the provision of notice, or within any extended period agreed to by all Parties, the Parties may then pursue any remedies permitted by law or by the MSC Member Contract. In addition, if a Party commits a substantial breach that is not corrected as provided herein, the MSC Executive Committee may recommend that the Party's contract be terminated.
 - c. See also Member Contract Section # 6 - "Termination".
4. Appeals:
 - a. Any Party subject to the corrective measures detailed in (3.b) above, or elsewhere in these By-laws or through the MSC Contract, may choose to appeal these measures in writing to the Executive Committee.

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- b. Following its appeal to the Executive Committee, an aggrieved Party may direct its appeal to the Members' Council. The Member's Council decision is final.
- 5. Arbitration:
 - a. In the event of an unresolved disagreement between any single (or several) Party(ies) and the MSC, the Parties in conflict may mutually choose to seek resolution via binding arbitration.
 - b. The rules governing arbitration, for the purposes of these By-laws, are referenced in "Montana Code Annotated 39-2-914. Arbitration".

Article IX: Amendment of By-laws

- 1. The By-laws may be amended by the Members' Council at one of its meetings or electronically. The Chair and Vice Chair of the Executive Committee will be charged with the vote call of the membership.
- 2. Proposed By-law amendments shall be sent by email notification to all Member Libraries at least three weeks before a meeting, in which there would be a call for a vote on the proposed amendment.
- 3. Approval of recommended changes in the bylaws only requires a majority vote of the meeting. Actual adoption of the changes will require the 75% of those attending the meeting or voting electronically.